

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
BLOCKBUSTER INC., et al.,¹	:
	:
	:
Debtors.	:
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Chapter 11

Case No. 10-14997 (BRL)

(Jointly Administered)

**ORDER PURSUANT TO SECTION 1121(d)
OF THE BANKRUPTCY CODE, EXTENDING
EXCLUSIVE PERIODS FOR THE FILING OF A CHAPTER 11
PLAN AND SOLICITATION OF ACCEPTANCES THERETO**

Upon the Motion,² dated March 18, 2011, of Blockbuster Inc. and its debtor affiliates, as debtors and debtors in possession (each a “*Debtor*” and collectively, “*Blockbuster*” or the “*Debtors*”) in the above-captioned chapter 11 cases, pursuant to section 1121(d) of the Bankruptcy Code, requesting the extension of the period during which each of the Debtors has the exclusive right to file a chapter 11 plan to August 19, 2011 (the “*Exclusive Filing Period*”) and extension of the period during which each of the Debtors may solicit acceptances thereto to October 18, 2011 (the “*Solicitation Period*” and together with the Exclusive Filing Period, the “*Exclusive Periods*”), all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Blockbuster Inc. (5102); Blockbuster Canada Inc. (1269); Blockbuster Digital Technologies Inc. (9222); Blockbuster Distribution, Inc. (0610); Blockbuster Gift Card, Inc. (1855); Blockbuster Global Services Inc. (3019); Blockbuster International Spain Inc. (7615); Blockbuster Investments LLC (6313); Blockbuster Procurement LP (2546); Blockbuster Video Italy, Inc (5068); Movielink, LLC (5575); Trading Zone Inc. (8588); and B² LLC (5219).

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Motion to the Notice Parties, and it appearing that no further notice need be given; and it appearing that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief therein; **IT IS HEREBY ORDERED THAT:**

1. The Motion is granted to the extent set forth herein.
2. Pursuant to section 1121(d) of the Bankruptcy Code, each of the Debtor's Exclusive Filing Period is extended through and including August 19, 2011.
3. Pursuant to section 1121(d) of the Bankruptcy Code, each of the Debtor's Solicitation Period is extended through and including October 18, 2011.
4. The extension of the Exclusive Periods granted herein is without prejudice to such further requests that may be made pursuant to section 1121(d) of the Bankruptcy Code.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: April 21, 2011
New York, New York

/s/Burton R. Lifland
UNITED STATES BANKRUPTCY JUDGE